

REGALPOINT RESOURCES LIMITED

A.C.N. 122 727 342

Circular to Shareholders

Including

NOTICE OF MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting

6 November 2012

Time of Meeting

10am

Place of Meeting

Rydges Perth Hotel

Cnr Hay Street and King Street Perth, Western Australia 6000

These documents should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

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NOTICE OF MEETING

Notice is hereby given that a general meeting of Regalpoint Resources Limited will be held at the Rydges Perth Hotel, Cnr Hay Street and King Street Perth, Western Australia on 6 November 2012 at 10am.

AGENDA

To consider, and if thought fit to pass, the resolutions set out below as ordinary resolutions.

Information on the proposals to which those resolutions relate is contained in the explanatory memorandum which accompanies and forms part of this Notice of Meeting ('Explanatory Memorandum'). Words and expressions defined in the Explanatory Memorandum have the same meanings where used in this Notice of Meeting.

ORDINARY BUSINESS – FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Financial Report, the Directors' Report and Independent Auditor's Report of Regalpoint Resources Limited for the financial year ended 30 June 2012.

RESOLUTION 1 – RE-ELECTION OF DIRECTOR

To consider and, if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

"That Mr. Simon Trevisan (a Director appointed by the Board on 6 February 2007) who retires in accordance with clause 57.2 of the Constitution and, being eligible, offers himself for re-election, is re-elected as a Director."

RESOLUTION 2 – THE ADOPTION OF THE REMUNERATION REPORT (NON-BINDING RESOLUTION)

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

"That, for the purpose of section 250R(2) of the *Corporations Act* 2001 and for all other purposes, the remuneration report as contained in the Company's annual report for the financial year ended 30 June 2012 be adopted."

RESOLUTION 3 – RE - APPOINT INDEPENDENT AUDITORS

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

“That approval is given for the re-appointment of BDO (WA) Pty Ltd as the Company’s auditor.”

By Order of the Board

A handwritten signature in black ink, appearing to read "Simon Trevisan", written over a horizontal line.

Simon Trevisan

Director

NOTES

These notes form part of the Notice of Meeting.

Background information

To assist you in deciding how to vote on the above resolutions, background information to the resolutions are set out in the Explanatory Memorandum forming part of this Notice of Meeting.

Recommendation

The Board believes that the above resolutions are in the best interests of the Shareholders and (save where otherwise indicated in the Explanatory Memorandum) unanimously recommends that Shareholders vote in favour of each of them.

Voting entitlements

The Directors have determined that, for the purpose of voting at the General Meeting, Shareholders eligible to vote at the General Meeting are those persons who are the registered holders of Shares at 10am (Perth time) on 2 November 2012.

How to vote

You may vote by attending the General Meeting in person, by proxy, or by an authorised representative.

Voting in person

To vote in person, attend the General Meeting on the date and at the place set out above. Shareholders are asked to arrive at the venue 30 minutes prior to the time designated for the meeting, if possible, so that the Company may check their shareholding against the Company's share register and note attendances.

Voting by proxy

A Shareholder has the right to appoint a proxy (who need not be a Shareholder). A proxy can be an individual or a body corporate. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body corporate may exercise as a proxy at the General Meeting. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

If a Shareholder is entitled to cast two or more votes he may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half the votes.

To vote by proxy, the Proxy Form (together with the original of any power of attorney or other authority, if any, or certified copy of that power of attorney or other authority under which the Proxy Form is signed) must be deposited with the Company at the registered office Level 14,

As required under section 250PA of the Corporations Act, at the meeting, the Company will make available those questions directed to the auditor received in writing at least five business days prior to the General Meeting, being questions which the auditor considers relevant to the content of the auditor's report or the conduct of the audit of the annual financial report for the year ended 30 June 2012. The chairman of the meeting will allow a reasonable opportunity for the auditor to respond to the questions set out on this list.

Annual report

The Company advises that a copy of its Annual Report for the year ended 30 June 2012, is available to download at the website address, www.regalpointresources.com.au.

When you access the Company's Annual Report on-line, you can view it and print a copy.

Please note that if you have elected to continue to receive a hard copy of the Company's annual reports, the Annual Report will accompany this Notice of Meeting or alternatively it will be mailed to you no later than 21 days before the General Meeting.

However, if you did not elect to continue to receive a hard copy of the Company's annual reports and now (or sometime in the future) wish to receive a hard copy of the Company's annual reports, please contact Security Transfer Registrar Pty Ltd on (08) 93152333. They will be pleased to mail you a copy.

Enquiries

Shareholders are invited to contact the Company Secretary, Fleur Hudson, on (08) 9424 9300 if they have any queries in respect of the matters set out in these documents.

By order of the board

Date 28 September 2012

Signed



Name Simon Trevisan
Director

The Notice of Meeting, Explanatory Memorandum and Proxy Form should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

EXPLANATORY MEMORANDUM TO THE SHAREHOLDERS

INTRODUCTION

This Explanatory Memorandum is prepared for the information of Shareholders in connection with any business to be transacted at the General Meeting of the Company to be held on 6 November 2012.

At the meeting, Shareholders will be asked to consider resolutions regarding:

- re-election of a Director;
- adoption of the Remuneration Report; and
- re-appointment of the Auditors.

Details of these proposals are set out in the Explanatory Memorandum, which Shareholders are encouraged to read carefully.

The purpose of this Explanatory Memorandum is to provide information that the Board believes to be material to Shareholders in deciding whether or not to pass these resolutions. The Explanatory Memorandum explains the resolutions and identifies the Board's reasons for putting them to Shareholders. It should be read in conjunction with the accompanying Notice of Meeting.

EXPLANATORY MEMORANDUM

Financial Statements and Reports

Shareholders are to receive and consider the Annual Financial Report, Directors' Report and the Independent Auditor's Report of Regalpoint Resources Limited for the financial year ended 30 June 2012.

Shareholders will be given the opportunity to ask questions of the Board and the Auditors in relation to the Annual Report for the financial year ended 30 June 2012, at the General Meeting.

Resolution 1 – Re-election of Director

In accordance with clause 57.1 of the Constitution Mr. Trevisan was appointed by the Board as a Director on 6 February 2007. In accordance with clause 57.2 of the Constitution, Mr. Trevisan retires as Director at the General Meeting and offers himself for re-election as Director.

A profile of Mr. Trevisan is contained in the Company's Annual Report for the financial year ended 30 June 2012.

All Directors (other than Mr. Trevisan) recommend that Shareholders vote in favour of Resolution 1.

Resolution 2 – Adoption of the Remuneration Report

The Corporations Act requires that at a listed company's annual general meeting a resolution that the remuneration report be adopted must be put to the Shareholders. This resolution is advisory only and will not bind the Directors or the Company. The Chairman of the meeting will allow a reasonable opportunity for discussion of the remuneration report at the meeting.

The remuneration report is contained in the financial report for the year end 30 June 2012 and sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

Section 250R(4) of the Corporations Act prohibits any votes on this resolution being cast by senior executives (or their associates) whose remuneration details are disclosed in the report. This prohibition extends to undirected proxy votes to be cast by the Chairman. In this regard, you should specifically note that if you appoint the Chairman as your proxy and you do not indicate on the Proxy Form how you wish your proxy to vote on Resolution 2, you will be deemed to have expressly directed the Chairman to cast your votes **in favour of** Resolution 2. **Therefore, if you wish to appoint the Chairman as your proxy but do NOT want your votes to be cast in favour of Resolution 2, you must indicate your voting intention by marking either 'against' or 'abstain' against Resolution 2 in the Proxy Form.**

Resolution 3 – Re-appointment of the Auditors

On the recommendation of the Audit and Risk Committee of the Company, the Board recommends that the Shareholders re-appoint BDO (WA) Pty Ltd to act as the Company's auditor.

ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the resolution set out in the Notice of Meeting.

Attached to the Notice of Meeting is a proxy form for use by Shareholders. Shareholders are invited and encouraged to attend the General Meeting or, if unable to attend in person, to complete, sign and return the Proxy Form to the Company in accordance with the instructions contained on the Proxy Form and in the Notice of Meeting. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the General Meeting in person.

GLOSSARY

The following terms and abbreviations used in this Explanatory Memorandum have the following meanings:

Act or Corporations Act	<i>Corporations Act 2001 (Cth)</i>
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited (ACN 008 624 691) trading as the Australian Securities Exchange
ASX Listing Rules or Listing Rules	The Official Listing Rules of the ASX, as amended from time to time
Board	The Board of Directors of the Company
Company or Regalpoint	Regalpoint Resources Limited (ACN 122 727 342)
General Meeting	The general meeting of the Company to be held on 6 November 2012
Notice of Meeting	The notice convening the General Meeting which accompanies this Explanatory Memorandum
Proxy Form	The proxy form attached to the Notice of Meeting
Share Registrar	Security Transfer Registrars Pty Ltd
Shareholder	A registered holder of a Share
Shares or Regalpoint Shares	Fully paid ordinary shares in the Company

PROXY FORM

The Secretary
Regalpoint Resources Limited
Level 14, Parmelia House
191 St Georges Terrace
Perth WA 6000

I/We.....
(Full Name – Block letters)

of

being a member of Regalpoint Resources Limited hereby appoint

..... to exercise % or my/our voting rights
(Name of 1st Proxy)

..... to exercise % or my/our voting rights
(Name of 2nd Proxy - optional)

or, in his or her absence, the Chairman of the meeting as my/our proxy/proxies to vote on my/our behalf at the General Meeting of the Company to be held at 10am on 6 November 2012 and at any adjournment thereof.

The Chairman of the meeting will act as your proxy if you do not appoint someone. I/We understand that if I/we have not directed how to vote, my proxy may vote or abstain from voting as he/she thinks fit.

RESOLUTIONS

	FOR	AGAINST	ABSTAIN
To re-elect Mr. Trevisan as a Director	[]	[]	[]
To adopt the Remuneration Report	[]	[]	[]
To re-appoint BDO (WA) as the Auditors	[]	[]	[]

The Chairman of this meeting will act as your proxy if you do not appoint someone. It is the chairman’s intention to exercise undirected proxies in favour of the resolution.

If the chairman is appointed as your proxy (whether expressly or by default) and you do not wish to direct your proxy how to vote on the resolution, please place a mark here: []

By marking this box you acknowledge that you have appointed the chairman to act as your proxy. The chairman may (subject to the Corporations Act) exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him on that resolution other than as a proxy holder will be disregarded because of that interest.

